

LETSHEGO HOLDINGS
(NAMIBIA) LIMITED

Annual General Meeting Notice

11 AUGUST 2023



NOTICE OF ANNUAL GENERAL MEETING

Notice to shareholders of the 7th annual general meeting (AGM) to be held on 11 august 2023 at 12h00.

Notice is hereby given to all shareholders of Letshego Holdings Namibia Limited (“the Company”) in respect of the Annual General Meeting (“AGM”) for the financial year ended 31 December 2022, which will be held at the Company’s registered address on the 1st floor of Letshego Bank Namibia Limited, 18 Schwerinsburg Street, Windhoek and would be conducted by way of, and will be accessible to shareholders through electronic communication via Microsoft Teams on Friday, 11 August 2023 at 12h00 (with registration to commence at 11h00), to deal with the business as stated in the AGM Notice, and to consider and if deemed fit, to pass the resolutions set out hereunder in the manner set out in the Namibian Companies Act, together with the Namibian Listings Requirements (‘NSX LR’) and the provisions of the Company’s statutory documentation. The Microsoft Teams link will be circulated to Shareholders on Friday 4 August 2023.

Shareholders are advised that the Integrated Annual Report will be available on the website of the Company <https://www.letshego.com/namibia> as of 14 July 2023.

A Shareholder is entitled to appoint a proxy to attend, speak and vote in his/her stead. The person so appointed need not be a shareholder. Proxy forms should be deposited at Letshego Holdings Namibia Limited, 1st Floor, Letshego Bank Namibia Ltd, 18 Schwerinsburg Street, Windhoek or to the office of the Transfer Secretary at 4 Robert Mugabe Avenue (entrance from Dr Theo-Ben Gurrirab Street) or emailed to the Company Secretary at mignonk@letshego.com not less than 48 hours before the meeting.

ORDINARY AND SPECIAL RESOLUTIONS

To consider and pass the following ordinary and special resolutions:

1. Resolution 1: Annual Financial Statements

To receive, consider and adopt the Annual Financial Statements for the financial year ended 31 December 2022 including the Directors’ Report and the report of the Independent Auditors.

2 Resolution 2: Dividend Declaration

To ratify the dividends declared and paid since the previous Annual General Meeting,

- 2.1 An interim dividend of 25.20 cents (N\$0.2520) per share paid to shareholders on 4 November 2022.
- 2.2 A final dividend of 44.89 cents (N\$0.4489) per share paid to shareholders on 15 June 2023

3. Resolution 3

To re-elect by separate resolutions the independent non-executive directors who retire in accordance with Article 63 of the Company’s Articles of Association, and in accordance with the provisions of the Companies Act, and the NSX LR.

- 3.1 To approve that Ms. Rosalia Martins-Hausiku who retires by rotation, will be available for re-election.

Mrs. Martins-Hausiku joined the Motor Vehicle Accident Fund in 2004 as Corporate Relations Officer and become the Manager of Corporate Affairs in 2006. Prior to becoming the Chief Executive Officer for the Motor Vehicle Accident Fund (MVA) Namibia, Mrs. Martins-Hausiku held several managerial positions over the 13 year period that she has been with MVA Namibia. Mrs. Martins-Hausiku also serves as Director for the African Leadership Institute.

- 3.2 To confirm that Ms. Mansueta-Maria Nandjila Nakale who retires by rotation and being eligible, offers herself for re-election.

Ms. Nakale have over 20years’ experience in the financial sector with specialization in investment management and financial sector supervision. She possesses extensive knowledge on corporate governance, strategy formulation and implementation, investment management and strong ability to interpret legislative instruments. She has held several directorships in both the private and public sectors over the past 17 years.

4. Resolution 4

- 4.1 To approve, on the recommendation of the Audit and Risk Committee (ARC), the appointment of Ernst and Young Namibia (‘EY Namibia’) and the auditing partner Danica van Wyk as the Company’s independent external auditor for the following financial year. Further that the terms of engagement and the fees of the independent external auditor be determined and approved by the ARC of the Company.

5. Resolution 5

- 5.1 To approve the remuneration of the Independent Non-Executive Directors for the financial year ending 31 December 2022 as disclosed in Note 20 to the Annual Financial Statements in the Annual Report. The Board attendance and remuneration for each Director are disclosed under the Corporate Governance section of the Annual Report.
- 5.2 To confirm that the remuneration structure of the Independent Non-Executive Directors for the financial year ending 31 December 2023 will remain unchanged from the prior year.

6. Resolution 6

The adoption of the before mentioned resolutions will authorise any director of the Company to execute all documentation and do all such further acts and things as he/she may in his/her discretion considers appropriate to implement and give effect to the resolutions mentioned above.

To transact other business which may be transacted at the Annual General Meeting

Voting will be by proxy only. The exact voting process is set out in the proxy form accompanying this document. Proxy forms can be downloaded from the website on www.letshego.com/namibia/. Shareholders are required to submit their votes by proxy to the Transfer Secretaries of the Company who will submit their votes at the Annual General meeting on their behalf. The holders of ordinary shares will each be entitled to one vote for every ordinary share held.

Proxies: the form of proxy for the Annual General Meeting which sets out the relevant instruction for its completion, accompanies this notice. In order to be effected, duly completed Forms of Proxy must be submitted to the Transfer Secretaries of the Company by no later than 12:00 on 9 August 2023 or deliver by hand at 4 Robert Mugabe Avenue (entrance from Dr Theo-Ben Gurrirab Street)

By order of the Board

M Klein
Company Secretary

Registered Office

18 Schwerinsburg Street
Windhoek
12 July 2023

Sponsor

IJG Securities (Pty) Ltd
Member of the NSX
4th Floor, 1@Steps, C/O Grove & Chasie Street P O Box 186,
Windhoek, Namibia Registration No. 95/505

